

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000002035 (2)
 1. Corporation Name
Arby's Restaurant Operations Company

Principal Place of Business Mailing Address
1000 Corporate Drive Ft. Lauderdale, FL 33334 **1000 Corporate Drive Ft. Lauderdale, FL 33334**

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 28 Country 29 Zip 30 Country

3. Date Incorporated or Qualified **4/26/1995** 3a. Date of Last Report **4/22/96**
 4. FEI Number **65-0558054** Applied For Not Applicable
 5. Certificate of Status Desired **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D P <input type="checkbox"/> DELETE
NAME	Smith, Roland C.
STREET ADDRESS	1000 Corporate Drive
CITY-ST-ZIP	Ft. Lauderdale, FL 33334
TITLE	V CFO <input type="checkbox"/> DELETE
NAME	Thomas, Kenneth A.
STREET ADDRESS	1000 Corporate Drive
CITY-ST-ZIP	Ft. Lauderdale, FL 33334
TITLE	V S <input type="checkbox"/> DELETE
NAME	Rosen, Stuart I.
STREET ADDRESS	280 Park Avenue, 41st Floor
CITY-ST-ZIP	New York, NY 10017
TITLE	V T <input type="checkbox"/> DELETE
NAME	Shultz, Thomas E.
STREET ADDRESS	280 Park Avenue, 41st Floor
CITY-ST-ZIP	New York, NY 10017
TITLE	V <input type="checkbox"/> DELETE
NAME	Crowe, Robert J.
STREET ADDRESS	280 Park Avenue, 24th Floor
CITY-ST-ZIP	New York, NY 10017
TITLE	V <input type="checkbox"/> DELETE
NAME	McCarron, Francis T.
STREET ADDRESS	280 Park Avenue, 41st Floor
CITY-ST-ZIP	New York, NY 10017

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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*****165.00**

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Book 12 or Book 13 if changed, or on an attachment with an address.

SIGNATURE: *Robert J. Crowe* **Robert J. Crowe, Asst. VP-Taxes** **4/23/97** **212-451-3115**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)